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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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SUPPLEMENTAL DECLARATION OF JAMES K. GUGLIELMO  
IN SUPPORT OF DELPHI'S MOTION FOR AUTHORITY TO REJECT  
COLLECTIVE BARGAINING AGREEMENTS UNDER 11 U.S.C. § 1113(c) AND  
MODIFY RETIREE WELFARE BENEFITS UNDER 11 U.S.C. § 1114(g)

I, James K. Guglielmo, declare and state as follows:

1. I submit this supplemental declaration in support of the Delphi's Motion For Authority To Reject Collective Bargaining Agreements Under 11 U.S.C. § 1113(c) And Modify Retiree Welfare Benefits Under 11 U.S.C. § 1114(g) (the "Motion"). Capitalized terms not otherwise defined in this supplemental declaration shall have the meanings ascribed to them in my original declaration, filed May 1, 2006 (the "May 1, 2006 Declaration"). If I were called upon to testify, I could and would testify to the facts set forth herein.

I. Recent Information Sharing With Chanin

2. In my May 1, 2006, Declaration, I noted that Delphi had been working to develop IUE-CWA site-specific proposal analyses. On May 2, 2006, FTI and Delphi provided Chanin with two files of data that included itemized calculations of Delphi's proposals to the IUE-CWA, including site-by-site labor costs and savings. On May 11, 2006, Mark Rubin of Chanin requested a meeting on May 18, 2006 with FTI and others to discuss these analyses. I arranged for the meeting to take place on May 18, 2006 as requested.

3. On May 11, 2006, I e-mailed Mr. Rubin and the following day spoke with him in person and requested that Chanin provide me with a current list of remaining critical open request items. To date, Chanin has not responded to this request. Nonetheless, I have identified the following items that Mr. Rubin indicated remained open as of the date of his declaration but have now since been responded to with available information or recently created data. As described below, Delphi has fulfilled all remaining requests with data, if available:

- Historical budget forecasts: Delphi provided historical budgets for all IUE-CWA facilities on May 19, 2005.
- Lost work customer rationale: Delphi reviewed its historical files and on May 19, 2005 provided the customer rational for the lost work that Chanin requested on the Lost Work Summary report.

- Hourly employment data precisely divided by person among "skilled, high production and low production": Delphi provided a supplementary file from its payroll records on May 19, 2005 that can be matched to the already provided 32,000+ row census file Chanin has to designate "skilled versus production" categories by employee.
- Corporate overhead detail 2000-present, allocation methodology: On May 21, 2005, Delphi provided information requested regarding corporate overhead cost detail and allocation methodology.

4. Other than several miscellaneous follow-up items that are the result of the meeting FTI and Delphi had with Chanin and the IUE-CWA on May 18, 2006, noted above (with respect to which Chanin has not yet made a formal request, as is our agreed-upon practice), I am not aware of any outstanding information requests from Chanin, nor has Chanin taken any steps to inform me of critical requests that it continues to believe are outstanding.

## II. Information Sharing With Potok and Company, Inc. ("Potok")

5. In our role as financial advisors to Delphi, FTI was charged with interfacing with Potok, financial advisors to the USW, coordinating their due diligence requests to Delphi, and relaying information provided by Delphi to Potok. I am responsible for coordinating the information sharing with Potok.

6. I understand that Potok first became involved in Delphi's information sharing process with the USW in March 2006. Once Delphi became aware of Potok's involvement, Delphi asked FTI to interact with Potok in the information sharing process to facilitate a productive discussion of Delphi's financial status. Prior to that time, it is my understanding that the USW had provided information requests directly to Delphi, and Delphi provided the USW with a significant amount of information, both of its own accord and in response to information requests, prior to Potok's involvement. For instance, Delphi has filed a number of documents, as well as monthly operating reports, available to Potok and the USW, that provide both general background and detailed financial reporting. Potok and the USW have been provided with the

opportunity to have access to Delphi's Virtual Data Room that Delphi has established for the benefit of its unions. It is also my understanding that the USW, Potok's client, receives a significant amount of information at each of the two facilities it represents; therefore, it is also reasonable to expect that Potok should have access to a substantial amount of financial information through its own client, the USW.

7. I have reviewed the May 15, 2006 declaration of Leon Potok. Mr. Potok claims that Delphi has not provided the USW with information needed to evaluate the 1113/1114 proposals. Potok, like Chanin, has been provided with a substantial amount of information – both preexisting as well as newly-created data – which information should allow for Potok to engage in a comprehensive analysis of Delphi, its financial status, and its proposals.

8. Attached as Exhibit A hereto is a true and correct copy of a chart Delphi and FTI prepared that lists the information requests contained in Exhibit A to Mr. Potok's declaration and Delphi's response thereto. As Exhibit A demonstrates, while Mr. Potok does not list a number of the items as "complete," he does indicate, and I agree, that responsive information has been provided in response to nearly all of those items where the information is available. To the extent that Potok has not received responses, it is largely because the information requests called for: (a) privileged information, (b) information Delphi did not maintain in the form sought, (c) information that was not yet available, but which will be provided if it does become available, or (d) information that does not exist at Delphi.

9. From the date of the USW's January 9, 2006 letter containing information requests, Delphi has produced approximately 140 documents and files directly to Potok and the USW relative to their specific due diligence requests. In addition, Potok has access to over nine hundred documents available on the Delphi Virtual Data Room.

10. Mr. Potok's declaration also omits discussion of all meetings that Potok has attended and calls in which Potok has participated with FTI and Delphi in the short time that Potok has been involved. Delphi and FTI also have made themselves promptly available for any requests for conference calls or meetings. As detailed in Exhibit B hereto, since Potok was introduced to FTI on April 12, 2006, Potok has participated in at least ten meetings and calls, formal and informal, with both Delphi and FTI, to discuss and review Potok's information requests and responsive information. For instance, on May 10, 2006, FTI arranged a series of conference calls to take place between Potok and various Delphi corporate, divisional and plant-level personnel and FTI to respond to a host of recent information requests and to also allow Potok to interact with key Delphi personnel relative to certain requested areas of concentration.

11. Following those conference calls, while there are some information request items that remain outstanding, those items are largely either very recent requests, or requests for clarification of data and responses already provided. FTI and Delphi have and continue to promptly respond to Potok's information requests and requests for clarification.

I declare under penalty of perjury, and pursuant to 28 U.S.C. § 1746, that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed this 23rd day of May, 2006

/s/ James K. Guglielmo  
JAMES K. GUGLIELMO

# EXHIBIT A

Potok Information Request Status

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
1) Business Description/General		
(a) Descriptions and breakdowns of key products, customers and contracts awarded to Home Avenue/Vandalia since 2002.	Complete	Agree - Complete
(b) Identify division and product segment that includes Home Avenue/Vandalia and other Delphi facilities that are included in the same product segment.	Complete	Agree - Complete
(c) Describe the internal process for bidding and allocating work among facilities - historical and projected.	Complete	Agree - Complete
(d) Describe relationships and transactions between North American Subsidiaries and Non-North American subsidiaries.	Complete	Agree - Complete
2) Decision to move Home Avenue/Vandalia operations to Automotive Holdings Group		
(a) Describe process and timing for decision	Complete	Agree - Complete
(b) Describe analyses utilized in decision-making process	Complete	Agree - Complete
(c) Provide copies on analyses review as part of decision making process	Company to provide additional data on continuing product lines at Vandalia.	Complete. Held conference call on 5/10/06 describing the analysis performed in moving Home Ave to AHG. Provided product-line sales break-out for Vandalia for 2003-2006 on 5/20/06.
(d) Turnaround plan and any updated plans for Home Avenue/Vandalia	Received Vandalia "Fix-It" Plan and discussed status with Vandalia financial staff.	Agree - Complete
3) August 12 Rothschild discussion materials		

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
(a) Current “guiding tenets of future business strategy” (p.8 of presentation) and discussion and analyses for Home Avenue/Vandalia operations.	No direct response, but otherwise incorporated in other questions.	Complete. Provided Non-Core Businesses Presentation on 5/3/06 and held conference call on 5/10/06, explaining Delphi’s future business strategy.
4) Financial Information for 2002 - 2005		
(a) For Home Avenue/Vandalia and each facility in its product segment	Vandalia data received for 2003 - 2005.	Complete. Provided P&L data for both Home Ave (3/1/06) and Vandalia for 2002-2005 by product-line (5/20/06). Provided plant data submissions for 2003-2005 for Delphi’s US plants (5/18/06).
(i) Detailed breakdowns of cost of sales by key product	No data received on a product line basis for Vandalia.  To be provided	Complete. Provided 2004 and 2005 total Delphi product-line P&Ls (5/19/06) and a sales break-out of key products for Vandalia (5/20/06).
(ii) Breakdown/Analysis of fixed and variable costs	Complete. Not available for Vandalia.	Agree - Complete
(iii) Describe and quantify all inter-company transactions and cost allocation methodologies where applicable	Complete	Agree - Complete
(iv) Breakdown of SG&A expenses incurred at Home Avenue/Vandalia	Home Avenue - complete. Limited data provided for Vandalia.	Agree - Complete
(v) Description and breakdown of expenses allocated to Home Avenue/Vandalia	Home Avenue - complete. Limited data provided for Vandalia.	Agree - Complete



<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
(vi) Breakdown of hourly and salaried employment - hours and employees	Complete	Agree - Complete
(vii) Breakdown of hourly labor costs (specify whether P&L expense or cash expense) by type of expense (e.g. wages, time off, pension expense, etc.)	Complete	Agree - Complete
(viii) Breakdown of salaried labor costs (on same basis as for hourly)	Incomplete, as Company has stated that salary range data provided on data site is responsive to this request.	Complete. Document titled "2005 Salary Range Structure" is available in the virtual data room (Document#2766) and document titled "Sal and Hrly Headcount by Plant" is also available in the virtual data room (Document #2777). Additionally, held conference call with Delphi divisional and plant personnel on 5/10/06 and questions regarding salaried employee costs were not raised.
5) Internal management reports for Home Avenue/Vandalia and its product segment	Information provided only for Home Avenue. For Vandalia, only provided with three graphs displaying pieces produced per man hour for 2003, 2004 and 2005. Company to provide backup data for Vandalia graphs and additional productivity data by product line.	Complete. Provided Home Avenue operating and productivity metrics on 3/1/06. Provided Vandalia productivity graphs and metrics on 4/21/06 as well as the backup data to the graphs on 5/18/06.

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
(a) Monthly management reporting package(s) for Home Avenue/Vandalia for December 2002-2004, and November 2005. Please provide December 2005 when it become available.	Received for 2002 - 2005 year-end Health and Safety performance graphs, Productivity charts and Operations review charts. No response to request for confirmation that such reports represent complete year-end reporting package. We would have expected there to also be a "MD&A" type document discussing the year's results and reasons why actual results varied from projections.	Complete. Provided historical financial statements on an annual basis for both Home Avenue (3/1/06) and Vandalia (4/13/06), Home Avenue operating and productivity metrics (3/1/06) and Vandalia productivity graphs (4/21/06), as well as held a conference call on 5/10/06 with divisional and plant level personnel to discuss financial questions and Potok requests.
(b) To the extent not included in management reporting packages prepared by or for Home Avenue/Vandalia, operational metrics used by management (e.g., productivity rates, downtime, etc.) for last three years.	See comment for item 5(a) above.	Complete. Provided operating and productivity graphs and metrics for Home Avenue (3/1/06) and productivity graphs and metrics for Vandalia (4/21/06 and 5/10/06), as well as held a conference call on 5/10/06 with divisional and plant level personnel to discuss financial questions and Potok requests.
6) Identify key cost saving measures and capital expenditures that have been implemented at Home Avenue/Vandalia in the last three years, and any projects currently under consideration for the next three years	Company has sent listings of historical capital expenditures.	Agree - Complete

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
(a) For each project, detailed descriptions and analysis of spending and cost savings, including all key assumptions.	Complete	Agree - Complete
(b) For each project, to the extent available, impact on hourly and salaried employment	No response.	Complete. Provided capital expenditure detail for Home Avenue on 3/1/06 and for Vandalia on 4/13/06. Also, provided capital planning for both Home Avenue and Vandalia on 4/21/06. However, an analysis of the impact on hourly and salaried employment is not available.
7) Home Avenue/Vandalia workforce data:		
(a) Organization chart for Home Avenue/Vandalia	Complete	Agree - Complete
(b) Breakdown of employment of hourly and salaried workforce by department. Total hours worked, average headcount and year-end headcount of hourly workforce for 2002 - 2005.	Complete, though still waiting for clarification and reconciliation. Company provided headcount data for Vandalia by department using department numbers, rather than department names. Company to provide listing using department names.	Complete. Responses to Potok's headcount questions were forwarded via email on 5/9/06 and were discussed by Delphi personnel on the 5/10/06 conference call. The Vandalia listing of department names associated with the department numbers was provided on 5/19/06.
(c) Breakdown of hourly compensation and benefit expenses for 2002 - 2005.	Complete	Agree - Complete

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
(d) Breakdown of salary compensation and benefit expenses for 2002 - 2005.	Company has stated that salary range data provided on data site is responsive to this request.	Complete. Document titled "2005 Salary Range Structure" is available in the virtual data room (Document#2766) and document titled "Sal and Hrly Headcount by Plant" is also available in the virtual data room (Document #2777). Additionally, held conference call with Delphi divisional and plant personnel on 5/10/06 and questions regarding salaried employee costs were not raised.
8) Copies of all company presentations and follow-up analyses presented to or shared with official committee of unsecured creditors and/or its financial advisors.	Company has said that it will not provide. We followed up with request for a list of such items and Company again responded that it would not provide.	Complete. The Company explained that it would not fulfill blanket requests for all presentations provided to other advisors and groups. However, the Company agreed that it would attempt to satisfy, if available and within a reasonable time, all individual specific requests necessary for Potok to advise its client, the USW.
New Requests		

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
Please provide pension and OPEB book expense and cash funding amounts for 2002 - 2005 for each of Home Ave. and Vandalia. Please indicate how much of expense and funding charged to each facility represents current service amounts and how much represents legacy costs.	Complete. Only accounting expense is available on a facility by facility basis, cash expenditures are not.	Agree - Complete
Please provide financial projections for each of Home Ave. and Vandalia the basis of:	Except for limited profit and loss projection for 2006 under the "steady state" scenario, no financial projections have been provided for either Vandalia or Home Avenue for the full projection period to 2010 under the steady state scenario, nor under the competitive benchmark or consensual scenarios, and in no case with the impact of an attrition program, or the revised 3+9 Forecast.	Complete. Provided 2006 Steady State budget information for Home Avenue and Vandalia on 4/21/06. Provided additional detail of projections at the Vandalia site for 2006 on 5/20/06. Additional projection data requested by Potok is not available.
(a) the assumptions used in Delphi's "steady state" financial projections,	Data provided for labor costs only.	Complete. Held conference call with Potok on 4/19/06 to discuss financial models and assumptions.
(b) the projections based on the proposal of November 15, 2005 and	Data provided for labor costs only.	Complete. Held conference call with Potok on 4/19/06 to discuss financial models and assumptions.

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
(c) the proposal provided March 24, 2006.	Data provided for labor costs only.	Complete. Held conference call with Potok on 4/19/06 to discuss financial models and assumptions.

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
<b>Outstanding Requests for Clarification Since April 18</b>		
I. Please clarify discrepancies between financial results for Vandalia included in the US Plant Profitability Study and the information sent on April 13.	Company has said that it will provide income statements by product line for Vandalia which should clear up discrepancies.	Complete. Discussed differences between US plant profitability study and plant financial data on 5/10/06 conference call with Potok. Also, provided product-line sales break-out for Vandalia for 2003-2006 (5/20/06) and additional Vandalia P&L data (5/20/06).
II. Please clarify discrepancies between Pension and OPEB expense as shown in the "Pennysheets" and as shown in pension and OPEB information sent on April 17.	Complete	Agree - Complete
III. Please reconcile information regarding total hours as contained in the "Pennysheets" and as shown in the information regarding overtime sent on April 21.	Complete	Agree - Complete
IV. Information relating to the actual products manufactured at Vandalia. It would be helpful if you could provide us with some detail of what is produced at Vandalia and, if applicable, which of those products are also produced at other T&I facilities.	Information on products produced at Vandalia and other T&I facilities provided raised questions about accounting for products produced at Vandalia but reported through other divisions. Answers to such questions have not yet been provided. Income statements by product line that are to be provided should clarify.	Complete. Provided Non-USW plant data submissions for Delphi US plants for 2003-2005 (5/18/06). Also, provided sales break-out for Vandalia for 2003-2006 (5/20/06) and additional Vandalia P&L data 2003-2006 (5/20/06). The data provided on 5/20/06 is split between T&I products and E&S products.

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
V. Please explain the change in sales at Vandalia between 2003 and 2006, from \$147 million to \$60 million and then back up to \$99 million	Company discussed during 5/11/06 conference call.	Agree – Complete. Also, provided sales break-out for Vandalia for 2003-2006 (5/20/06).
VI. The file “US Plant Profitability Study.pdf” contained in the data room contains sales and operating income data for AHG, E&C and T&I facilities. Is there EBITDA data available for each of these facilities for the time periods covered in the profitability study?	Incomplete.	Complete. Provided Non-USW plant data submissions for Delphi US plants for 2003-2005 (5/18/06).
VII. Please provide the underlying data points used to make the graphs in the file “Vand Pieces per Manhour 2003-05 P-31.pdf” e-mailed on April 24	Incomplete.	Complete. Provided the supporting backup data for the file “Vand Pieces per Manhour 2003-2005 P-31” on 5/18/06.
VIII. The file “2005 - 2006 - U S Debtor Sites.pdf” contains sales data for 2005 and 2006 for Delphi’s various facilities. Please provide a breakdown between GM sales and non-GM sales for the AHG, C&E and T&I facilities.	Incomplete.	Complete. Provided Vandalia GM vs. Non-GM sales break-down for 2006 (5/20/06). Also, provided historical business-line detail, with a sales break-down between GM and Non-GM, for all Delphi business-lines in 2005 (5/19/06).
IX. Overtime levels at Vandalia appear to be quite high. What is the explanation for this?	Discussed on 5/11/06 conference call.	Agree - Complete



<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
X. Please provide us with information to allow us to understand how the various proposals to the union will impact costs at Vandalia. Please also provide information to allow us to understand how the various likely agreements with GM will impact Vandalia sales and costs.	Incomplete. Labor costs savings provided for Home Ave and Vandalia. Company has provided some explanation of projected labor costs and savings. Additional follow-up material has been requested.	Complete. Provided labor cost savings analyses under the Competitive Benchmark and GM Consensual proposals for Home Avenue and Vandalia on 5/2/06.
XI. Please provide JOBS, TLO, ILO and Leave expenses for each of Home Ave. and Vandalia for each of 2002 - 2005.	Incomplete.	Complete. Provided estimates of JOBS, TLO, and ILO for Vandalia and Home Avenue for 2002-2005 on 5/20/06.
XII. The file "Home Ave Productivity P-29.pdf" appears to be a detailed listing of hours worked at Home Ave. Except for 2005, these amounts do not agree with the total hours shown in the Home Ave. penny sheet. Please explain the reason for this discrepancy.	Complete	Agree - Complete
XIII. The Home Ave. P&L data indicates \$39M in "Hourly Benefits". Please provide a breakdown of these amounts, including, in the case of Pension and OPEB, the breakdown between actives and retirees. Please provide a similar breakdown for the \$4.8 million of "Hourly Fringe Benefits" included in Vandalia's 2005 manufacturing costs.	Incomplete.	Complete. Provided detailed pennysheets for Vandalia, Home Avenue, and the USW on 4/21/06. Also, provided an explanation of how pension and OPEB costs are allocated to the plants on 5/19/06.
XIV. Please explain how pension and OPEB costs (both service costs and legacy costs) are allocated among the various facilities.	Complete	Agree - Complete

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
XV. With regard to the pennysheets, please confirm our understanding that the Pension and OPEB expenses in the section that sums to Total Benefits represent only current service costs, and in the Legacy Cost section, the OPEB and pension expenses represent all past service costs.	Complete	Agree - Complete
XVI. It is unclear how the two files "USW Savings.pdf" and "USW Labor Costs by Site.pdf" relate to one another. For example, the "USW Savings" file indicates that eliminating the COLA will save between \$700K and \$1.2M per year between 2007 and 2010. The "USW Labor Costs by Site" file, however, indicates that eliminating the COLA will only save \$400K in each of those years. Please explain the differences between the two files. Is there a headcount walk that accompanies the "USW Savings" file?	Company explained the two files in 5/11/06 conference call. Company will send the requested headcount walk, as well as other requested backup information.	Complete. Provided additional headcount walk for Delphi's Steady State projections on 5/20/06 and an illustrative example of how savings are calculated on the savings summary on 5/19/06.
XVII. The "Discussion Materials: Delphi Non-Core Businesses" presentation indicates that certain product lines at Vandalia are considered "Non-Core". What is the expected impact on Vandalia operations on the sale, exit of non-core products? What are the historical and projected sales and profitability for these items? What fixed costs allocated to the P&L for these items will now need to be spread among the remaining products? As previously requested, what are the headcount implications of exiting these businesses at Vandalia?	Additional data requested. Historical financial information by product line for Vandalia is needed to answer these questions. We have also requested projected sales for Vandalia by product line.	Complete. Provided total Delphi sales by business line for 2004 and 2005 on 5/19/06. Also, provided Vandalia sales by product-line for 2003-2006 on 5/20/06.
XVIII. The information provided in the file "USW Savings.pdf" does not provide a complete picture. It only indicates the expected labor savings (for which we need additional information in order to verify). We have been given limited P&L projections for 2006, but no projections at all for 2007 - 2010 for Home Ave. and Vandalia. Please provide projections for 2007 - 2010.	Incomplete	Complete. Provided 2006 Steady State budgets for Home Avenue and Vandalia on 4/21/06. Additional projection data requested by Potok is not available.

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
XIX. In the "USW Savings.pdf" file, the Pension line on the Home Avenue tab indicates savings of \$1,297, but instead, the 2006 Total column indicates savings of only \$582. Please explain. In this same file, summing the 2006Q3 and 2006Q4 Total Net (Savings)/Costs lines on the Home Avenue and Vandalia tabs gives a different result than is shown on the "USW Savings Summary" tab. Please explain.	Complete	Agree - Complete
XX. Copy of sale brochure for the Delphi brake/brake hose business.	Company to provide.	Complete. Provided brake hose sale teaser on 5/20/06.
XXI. Copy of sale brochure for the Delphi powertrain mounts business.	Company to provide.	Complete. Provided powertrain and mounts sale teaser on 5/20/06.
XXII. Competitive analyses of product lines remaining at Vandalia, including HVAC business that may be transferred to Vandalia.	Company to provide.	Complete. Provided Evolution of Future Product State Presentation showing competitive analyses of Delphi's business lines over time on 5/17/06.
XXIII. Historical and projected income statements by product line for Vandalia.	Company to provide historicals.	Complete. Provided sales break-out for Vandalia for 2003-2006 (5/20/06) and additional Vandalia P&L data for 2003-2006 (5/20/06).
XXIV. Historical and projected income statements by GM vs. Non-GM business for Vandalia.	Company to provide historicals.	Complete. Provided sales break-out for Vandalia for 2003-2006 (5/20/06) and additional Vandalia P&L data for 2003-2006 (5/20/06).

<u>Original Request</u>	<u>Potok Comments</u>	<u>Delphi/FTI Response</u>
XXV. Historical and projected income statements by product line for North America.	Incomplete	Complete. Provided Steady State projections for 2006-2010 for North America (5/19/06). Data is not available by product-line.
XXVI. Historical and projected income statements by GM vs. Non-GM business for North America.	Incomplete	Complete. Provided total Delphi sales by business line for 2004 and 2005 (5/19/06). 2005 is split between GM and Non-GM sales.

# EXHIBIT B

Delphi/FTI Meetings/Calls with Potok

The following are meetings and calls that FTI participated in with Delphi and Potok. In addition, there were additional calls and emails transmitted with Potok to discuss the status of and/or clarification of their due diligence requests that may not have necessarily been logged.

- 4/12/06 Conference call with H. Bochner (Potok), J. Guglielmo and R. Fletemeyer (FTI) to introduce FTI to Potok advisors and discuss open requests for information and clarification of listing provided in letter dated 3/31/06 from David Jury to Kevin Butler of Delphi. Additionally, FTI suggested for Potok to meet with Delphi and FTI in Troy, MI for in-person meetings to discuss key areas of information requests. H. Bochner declined due to scheduling issues.
- 4/19/06 Conference call with H. Bochner (Potok) and J. Guglielmo, A. Emrikian (both FTI), J. Pritchett and C. Darby and B. Eichenlaub (all Delphi) to walk through Delphi's Steady State, Competitive Benchmark and GM Consensual Proposal scenarios provided in accordance with March 2005 proposals to Unions.
- 4/19/06 Follow up call with H. Bochner (Potok) and J. Guglielmo (FTI) and B. Eichenlaub (Delphi) to provide answers and clarification to several open data requests from Potok.
- 5/7/06 Call from J. Guglielmo (FTI) to L. Potok (Potok) to discuss overview of Potok requests. FTI suggested arranging a series of calls for Potok with Delphi personnel within M&A, Divisional Finance and Plant-level groups to respond to wide-range of open items.
- 5/8/06 Call from J. Guglielmo (FTI) to H. Bochner (Potok) to plan agenda for 5/10/06 conference calls between Delphi personnel and Potok.
- 5/10/06 Conference call with L. Potok, H. Bochner (both Potok), R. Fletemeyer (FTI), A. Pasrischa, S. Salrin, C. Darby, J. Walker, and J. Vitale (all Delphi) to walk through Delphi's Non-Core Businesses presentation and to provide information on Delphi's business line evaluation process.
- 5/10/06 Conference call with L. Potok, H. Bochner (both Potok), R. Fletemeyer (FTI), S. Kuhn, S. Klevos, J. Kuehne (all Paycraft), C. Darby, R. Balgenorth, J. Walker, and J. Vitale (all Delphi) to discuss the USW labor site walks and the USW savings summary.

- 5/10/06 Conference call with L. Potok, H. Bochner (both Potok), R. Fletemeyer (FTI), N. Sweaney, L. Severson, J. Dady, R. Balgenorth, and J. Vitale (all Delphi) to provide responses to Potok's questions and requests related to the Vandalia facility.
- 5/10/06 Conference call with L. Potok, H. Bochner (both Potok), R. Fletemeyer (FTI), M. Tobe, M. Prylow, S. Thomas, K. Stipp, and J. Vitale (all Delphi) to provide responses to Potok's questions and requests related to the Home Avenue facility.
- 5/10/06 Call with H. Bochner (Potok), R. Fletemeyer (FTI), and J. Vitale (Delphi) to confirm all remaining open items subsequent to information provided on 5/10/06 conference calls.